

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
Delphi Corporation, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	Jointly Administered
)	
)	

**SECOND STIPULATION AND AGREED ORDER AMENDING ORDER
AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS TO FILE UNDER SEAL EXHIBITS TO THE COMMITTEE'S
MOTION FOR AN ORDER AUTHORIZING IT TO PROSECUTE THE
DEBTORS' CLAIMS AND DEFENSES AGAINST GENERAL MOTORS
CORPORATION AND CERTAIN FORMER OFFICERS OF THE DEBTORS**

This Stipulation and Agreed Order (the "Stipulation and Order") is entered into among the Official Committee of Unsecured Creditors appointed in the above-captioned chapter 11 cases (the "Creditors' Committee"), Delphi Corporation and its affiliated debtor entities (the "Debtors"), the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO (the "USW"), the International Union of Operating Engineers Locals 18 S, 832 S and 101 (the "IUOE"), the International Brotherhood of Electrical Workers Local 663 (the "IBEW") and the International Association of Machinists and Aerospace Workers District 10 (the "IAMAW," and together with the Creditors' Committee, the Debtors, the USW, the IUOE and the IBEW, the "Parties"), for the purpose of amending the terms of the Order Authorizing the Official Committee of Unsecured Creditors to File Under Seal Exhibits to the Committee's Motion for an Order Authorizing it to Prosecute the Debtors' Claims and Defenses Against General Motors Corporation and Certain Former Officers of the Debtors (Docket No. 4691) (the "Seal Order").

WHEREAS, on July 27, 2006, the Committee filed its Ex Parte Motion for an Order Authorizing the Official Committee of Unsecured Creditors to File Under Seal Exhibits to the Committee's Motion for an Order Authorizing it to Prosecute the Debtors' Claims and Defenses Against General Motors Corporation and Certain Former Officers of the Debtors (Docket No. 4689) (the "Seal Motion").

WHEREAS, pursuant to the Seal Motion, the Committee sought authority to file under seal (a) a letter (the "Demand Letter") the Committee sent to the Debtors on May 11, 2006, describing and formally requesting that the Debtors pursue certain affirmative claims and defenses against General Motors Corporation ("GM") or consent to the Committee's pursuit of them on their behalf and (b) a draft complaint (the "Complaint") setting forth the affirmative claims and defenses against GM described in the Demand Letter and additional affirmative claims and defenses against certain of the Debtors' former officers, as exhibits A and B, respectively, to the Committee's Motion for an Order Authorizing the Official Committee of Unsecured Creditors to Prosecute the Debtors' Claims and Defenses Against General Motors Corporation and Certain Former Officers of the Debtors (Docket No. 4718) (the "Motion for Authority").

WHEREAS, on July 27, 2006, United States Bankruptcy Judge Robert E. Gerber, in the Court's absence, executed the Seal Order which approved the Seal Motion. A copy of the Seal Order is attached hereto as Exhibit A.

WHEREAS, on July 28, 2006, pursuant to the Seal Order, the Committee (a) filed under seal the Demand Letter and the Complaint as exhibits A and B to the Motion for Authority and (b) filed a copy of the Motion for Authority with the Court that did not attach copies of the Demand Letter or the Complaint.

WHEREAS, on July 28, 2006, pursuant to the Seal Order, the Committee (a) served the Motion for Authority without the Demand Letter or the Complaint attached in accordance with this Court's Case Management Order, as amended or supplemented and (b) served the Motion for Authority with the Demand Letter and the Complaint attached on (i) the Court, (ii) the Office of the United States Trustee and (iii) counsel to the Debtors.

WHEREAS, under the Seal Order, the Demand Letter and the Complaint may not be provided to the USW, the IUOE, the IBEW or the IAMAW.

WHEREAS, the Creditors' Committee and the Debtors have agreed to provide each of the USW, the IUOE, the IBEW and the IAMAW with a copy of the Complaint that has redacted all confidential information subject to the Joint Interest Agreement between the Debtors and the Committee, which was approved by the Court by order entered on April 18, 2006 (Docket No. 3279), (the "Redacted Complaint") in accordance with the terms of this Stipulation and Order.

WHEREAS, on August 3, 2006, United States Bankruptcy Judge Burton R. Lifland, in the Court's absence, executed the Stipulation and Agreed Order Amending Order Authorizing the Official Committee of Unsecured Creditors to File Under Seal Exhibits to the Committee's Motion for an Order Authorizing it to Prosecute the Debtors' Claims and Defenses Against General Motors Corporation and Certain Former Officers of the Debtors (Docket No. 4837), which authorized the Creditors' Committee to provide copies of the Redacted Complaint to the Official Committee of Equity Security Holders appointed in the above-captioned chapter 11 cases and the Ad Hoc Committee of Equity Security Holders.

NOW, THEREFORE, IT IS STIPULATED AND AGREED by and between the
Parties that:

1. The terms and conditions of the Seal Order are incorporated herein by reference and remain in full force and effect.

2. The Committee shall provide counsel to the USW, counsel to the IUOE, counsel to the IBEW and counsel to the IAMAW with copies of the Redacted Complaint promptly after this Court “So Orders” this Stipulation and Order.

3. The USW, the IUOE, the IBEW and the IAMAW shall use, if at all, the Redacted Complaint solely in connection with the Motion for Authority, including litigation and negotiation of any objections or responses thereto, subject to the provisions of the Seal Order, and for no other purpose whatsoever without leave of this Court, provided, however, that nothing herein shall in any way limit any and all of the Creditors’ Committee’s or the Debtors’ objections regarding the further requested use or admissibility of the Redacted Complaint and, provided further, that all such objections are expressly reserved to the Creditors’ Committee and the Debtors. The USW, the IUOE, the IBEW, and the IAMAW reserve the right to seek leave from the Court to obtain some or all the information redacted from the Complaint. Nothing herein shall constitute agreement by the Creditors' Committee or the Debtors that the USW, the IUOE, the IBEW, or the IAMAW have any standing to appear in the Motion for Authority.

4. This Stipulation and Order contains the entire understanding of the Parties with regard to the matters addressed herein, and supersedes all prior and contemporaneous discussions, negotiations, understandings, and agreements, whether oral or written, express or implied, between and among the Parties regarding the subject matter of this Stipulation and Order.

5. This Stipulation and Order is binding upon the Parties and their respective successors and assigns, and may not be changed, altered or modified except in writing, signed by the Parties or their duly authorized attorneys and approved by the Court.

6. This Stipulation and Order may be executed by facsimile and email and each signature thereto shall constitute an original signature. This Stipulation and Order also may be executed in counterparts and all such counterparts when so executed shall together constitute the Stipulation and Order as if one document had been signed by both parties.

Dated: August 14, 2006

LATHAM & WATKINS LLP

By: /s/ Robert J. Rosenberg

Robert J. Rosenberg
Mitchell A. Seider
Mark A. Broude
885 Third Avenue, Suite 1000
New York, New York 10022
Telephone: (212) 906-1200

Attorneys for the Official Committee of
Unsecured Creditors

**SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP**

By: /s/ Kayalyn A. Marafioti

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
Telephone: (312) 407-0700

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
Telephone: (212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors in Possession

Dated: August 14, 2006

**MEYER, SUOZZI, ENGLISH & KLEIN,
P.C.**

By: /s/ Lowell Peterson
Lowell Peterson
1350 Broadway, Suite 501
New York, New York 10018
Telephone: (212) 239-4999

Attorneys for the United Steel, Paper and
Forestry, Rubber, Manufacturing, Energy,
Allied Industrial and Service Workers,
International Union (USW), AFL-CIO

GORLICK, KRAVITZ & LISTHAUS. PC

By: /s/ Barbara Mehlsack
Barbara Mehlsack
17 State Street, 4th Floor
New York, New York 10004
Telephone: (212) 269-2500

Attorneys for International Union of Operating
Engineers Locals 18 S, 832 S and 101

**PREVIANT, GOLDBERG, UELMEN
GRATZ, MILLER & BRUGGEMAN, SC**

By: /s/ Marianne Goldstein Robbins
Marianne Goldstein Robbins
1555 N. RiverCenter Drive, s. 202
P.O. Box 12993
Milwaukee, WI 53212
Telephone: (414) 271-4500

Attorneys for International Brotherhood of
Electrical Workers Local 663 and International
Association of Machinists and Aerospace
Workers District 10

SO ORDERED this 15th day of
August, 2006

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE